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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
:  
Debtors. : (Jointly Administered)  
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JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING  
PROOF OF CLAIM NUMBER 12219  
(LAURA J. MARION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), Laura J. Marion ("Marion") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 12219 (Laura J. Marion) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, Marion filed proof of claim number 12219 against Delphi, which asserts an unsecured non-priority claim in an unliquidated amount (the "Claim") for indemnification and advancement of expenses.

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) ("Twenty-First Omnibus Claims Objection").

WHEREAS, Marion acknowledges and agrees that the Claim should be disallowed and expunged.

WHEREAS, the Debtors acknowledge and agree that nothing in this order impacts the rights or claims, if any, of Laura J. Marion under the Order Under 11 U.S.C. Section

105(a) And Fed. R. Bankr. P. 2016(a) Authorizing Advancement Of Defense Costs Under  
Debtors' Insurance Policies (Docket No. 6264) ("Insurance Proceeds Defense Costs Order"),  
which was entered in these cases on December 22, 2006.

THEREFORE, the Debtors and Marion stipulate and agree as follows:

1. The Claim shall be disallowed and expunged in its entirety.

So Ordered in New York, New York, this 16th day of November, 2007

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/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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/s/ John K. Lyons

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